



# Notice of the annual general meeting of Catella AB (publ)

The annual general meeting of Catella AB (publ) (“the Company”) will be held 26 May 2020 at 14:00 CET at Summit/GT30, Grev Turegatan 30, Stockholm, Sweden. Entrance and registration will begin at 13:30 CET.

## Right to participate in the meeting

Shareholders who wish to participate in the meeting must:

- Be recorded in the share register maintained by Euroclear Sweden AB on the record date, Tuesday 19 May 2020, and
- Submit written notice of attendance to Catella AB (publ) by postal letter to Catella AB (publ), FAO: Investor Relations, Catella AB, Box 5894, 102 40 Stockholm, Sweden, or by email to [bolagsstamma@catella.se](mailto:bolagsstamma@catella.se) not later than Tuesday 19 May 2020. Notices must include the name of the shareholder, personal or corporate identity number, address, telephone number, the number of shares held and, where applicable, the particulars of proxies or agents (maximum of two).

## Changes by reason of Covid-19

The Company is committed to protecting the health of its shareholders and employees. Due to the risk of spreading the coronavirus and in the light of official rules and recommendations to avoid large gatherings, the Company is therefore taking certain precautionary measures in consideration of the health of participants while providing shareholders the opportunity to exercise their rights.

- The annual general meeting will be kept as brief as possible and no food or drink will be served.
- Directors, management and other employees will be present only to the extent necessary.
- The temporary legislation that took legal force on 15 April 2020 has made it possible for the board of directors of the Company to arrange postal voting. The Articles of Association also permit the Company to collect proxy forms. This means that shareholders who do not wish to attend the general meeting in person may either vote by post or issue a proxy to an individual who can represent the shares at the general meeting in the matters specified on the proxy form. The Company encourages shareholders to use these options to minimise the number of participants attending the general meeting in person and, in so doing, contribute to reducing the risk of spreading the coronavirus. Please note that registration of shares in the shareholder’s name (if the shares are nominee-registered) and notice of attendance at the annual general meeting must have been carried out as instructed in the notice of the meeting.

The Company is carefully monitoring developments and, as necessary, will publish notice of any further measures prior to the annual general meeting on the website.



## Proxy

The board of directors has decided to collect proxy forms from shareholders in accordance with the Company's Articles of Association. If attendance is by proxy, the proxy form should be appended to the notice of attendance. Representatives of legal persons should also bring a certified copy of a registration certificate or similar document granting authority. Copies of these documents should also be submitted to the Company along with the notice of attendance. Proxy forms are available on the Company's website at [www.catella.se](http://www.catella.se). Proxy forms can be requested from the postal address and email address above.

## Postal voting

New temporary legal rules permit the Company to arrange postal voting for the annual general meeting, meaning that shareholders who choose not to physically attend the general meeting may submit their votes to the Company in advance. The Company has decided to utilise this opportunity to ensure that shareholders will be able to exercise their voting rights ahead of the annual general meeting. A postal voting form and further information are available on the Company's website, [www.catella.se](http://www.catella.se).

## Registration

To be entitled to vote at the general meeting, shareholders with nominee-registered shares with a securities institution or equivalent foreign institution must temporarily re-register their shares in their own name. Shareholders who wish to re-register in this way should instruct their nominee thereof in ample time prior to 19 May 2020, when such registration shall have been effected.

*Please note that registration of shares in the shareholder's name (if the shares are nominee-registered) and notice of attendance at the annual general meeting must have been carried out in accordance with the above, even if the shareholder chooses to vote by post before the annual general meeting or to attend the meeting by proxy.*



## Proposed agenda

1. Opening of the meeting.
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes.
6. Determination of whether the meeting was duly convened.
7. Chief executive officer's statement.
8. Presentation of the annual accounts and audit report, and the consolidated accounts and consolidated audit report, and of the auditor's opinion on whether the guidelines for remuneration to senior executives in force since the previous AGM have been complied with.
9. Resolution on adopting the income statement and balance sheet, and the consolidated income statement and consolidated balance sheet.
10. Resolution on appropriation of the Company's profit or loss in accordance with the adopted balance sheet.
11. Resolution on discharging the directors and chief executive officer from liability.
12. Determination of the number of directors and deputy directors, and the number of auditors and deputy auditors.
13. Determination of the directors' and auditor's fees.
14. Election of the board of directors and board chairman.
15. Election of the auditor.
16. Resolution on the nomination committee for the 2021 AGM.
17. Resolution on guidelines for remuneration to senior executives.
18. Closing of the meeting.

## Proposed resolutions

Proposals for resolution under Items 2 and 13-17 below have been presented by the nomination committee comprising Thomas Andersson Borstam (chairman of the nomination committee), Johan Claesson and Kenneth Andersen.

### Item 2. Election of the chairman of the meeting

The nomination committee proposes the chairman of the board of directors, Johan Claesson, as chairman of the meeting.

### Item 10. Resolution on appropriation of the Company's profit or loss in accordance with the adopted balance sheet.

The Board of Directors proposes that the profit for the year be balanced in a new account and no dividend is paid.



Item 12. Determination of the number of directors and deputy directors, and the number of auditors and deputy auditors.

The nomination committee proposes that the number of directors shall be six and that no deputy directors be elected, and that one auditor be elected.

Item 13. Determination of directors' and auditor's fees.

The nomination committee proposes the payment of directors' fees of SEK 570,000 (570,000) to the chairman of the board and SEK 350,000 (350,000) to each director. The nomination committee further proposes a fee to the chairman of the board audit committee of SEK 130,000 (130,000) and to the other two audit committee members of SEK 100,000 (100,000) each, as well as a fee to the chairman of the board remuneration committee of SEK 40,000 (40,000) and to the other remuneration committee member of SEK 30,000 (30,000). If the AGM adopts the nomination committee's proposed board composition and fees, including remuneration for committee service, total remuneration will amount to SEK 2,720,000 (2,370,000).

Note that scope to bill directors' fees with full effect under tax law is very limited, but if the tax-related prerequisites for billing exist and provided that such is tax-neutral for Catella, it is proposed that directors shall be allowed to bill their fees as business operators via companies. If a director bills for directors' fees via a company, the fee must be adjusted for social insurance contributions and VAT as required by law so that the transaction is cost-neutral for Catella.

The nomination committee further proposes that the auditor's fee shall be paid in accordance with approved invoice.

Item 14. Election of the board of directors and board chairman.

The nomination committee proposes the following board of directors: Re-election of all current directors: Johan Claesson, Johan Damne, Joachim Gahm, Anna Ramel and Jan Roxendal, and first-time election of Tobias Alsborger. The election of Tobias Alsborger requires the approval of the Supervisory Authority Commission de Surveillance du Secteur Financier in Luxembourg and Finansinspektionen, the Swedish Financial Supervisory Authority. The Commission's Surveillance du Secteur Financier's processing time is approximately 30 days and the Swedish Financial Supervisory Authority's processing time is approximately 60 days, provided that the application / notification is complete.

The nomination committee proposes the re-election of Johan Claesson as chairman of the board, provided that he has *not* acceded as Acting CEO of the Company as of the date of the annual general meeting. If Johan Claesson has acceded as Acting CEO at the date of the annual general meeting, the nomination committee proposes the election of Jan Roxendal as chairman of the board.

Item 15. Election of the auditor.

The nomination committee proposes, in accordance with the recommendation of the board audit committee, re-election of PricewaterhouseCoopers AB as auditor for the period from the end of the 2020 AGM until the end of the 2021 AGM. PricewaterhouseCoopers AB intends to appoint Daniel Algotsson as auditor in charge. Neither the nomination committee's proposal nor the audit committee's recommendation concerning the auditor has been subject to influence by a third party or compelled by contractual terms and conditions that would have restricted freedom of choice in the election of the auditor.



## Item 16. Resolution on the nomination committee for the 2021 AGM.

The nomination committee proposes that the members of the nomination committee be appointed by the chairman of the board contacting the three largest shareholders in terms of voting rights or the ownership groups in Euroclear Sweden AB's printout of the shareholder register at 30 September 2020, which shall each appoint a representative who, alongside the chairman of the board, shall comprise the nomination committee for a term ending at the close of the next AGM or, where applicable, until a new nomination committee has been appointed. If the chairman of the board, directly or through a company, should be one of the three aforementioned largest shareholders, the nomination committee shall be composed of only two members and the chairman of the board.

If any of the three largest shareholders in terms of voting rights chooses not to exercise its right to appoint a representative, such right shall transfer to the shareholder that, after the aforementioned shareholders, has the largest shareholding, until the nomination committee is complete. If a member leaves the nomination committee before its work has been completed a replacement shall be appointed, if deemed necessary, by the shareholder that appointed the leaving member or, if such shareholder is no longer one of the three largest shareholders in terms of voting rights, by such new shareholder that is among this group.

The majority of the members of the nomination committee shall be independent in relation to the Company and the Company's management. At least one member of the nomination committee shall be independent in relation to the largest shareholder in the Company in terms of voting rights or group of shareholders that act in concert with regard to administration of the Company. The chief executive officer or another person from the Company's management shall not be a member of the nomination committee. Directors may be members of the nomination committee, but shall not constitute a majority of its members. If more than one director is included in the nomination committee, a maximum of one of these directors may be non-independent in relation to major shareholders in the Company. The nomination committee appoints its chairman from among its members. The chairman of the board or another director shall not be the chairman of the nomination committee.

The composition of the nomination committee must be publicly announced immediately upon appointment and no later than six months before the AGM. In the event of changes to the ownership structure after the nomination committee has been appointed, such that one or several of the shareholders that appointed members of the nomination committee are no longer among the three largest shareholders in terms of voting rights, the composition of the nomination committee may be changed using the above principles, if the nomination committee deems this necessary. Changes to the composition of the nomination committee shall be immediately announced.

The duties of the nomination committee shall be to prepare proposals prior to the AGM regarding the chairman of the AGM, the number of directors, directors' fees and auditor's fees, composition of the board, chairman of the board, principles for the structure of the nomination committee in preparation for the next AGM and election of the auditor.

## Item 17. Resolution on guidelines for remuneration to senior executives.

The board of directors has prepared proposed guidelines for remuneration to senior executives, which are included in the annual report in their entirety. The main points of the proposal are: Remuneration to the chief executive officer and other members of group management shall comprise fixed salary, variable pay, pension and other benefits. Total compensation shall be

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market-based, competitive and proportionate to the employee's duties and powers. Variable compensation is based on financial or non-financial performance in relation to individually defined qualitative and quantitative targets that take into account the Company's business strategy, long-term objectives and sustainability targets. Variable compensation is capped at 200 percent of fixed annual cash salary for the chief executive officer and 100 percent of fixed annual cash salary for other senior management. On termination of employment by the Company, the total of pay during the period of notice and severance pay shall not exceed 100 percent of fixed annual cash salary. Pension benefits shall be defined-contribution. The board of directors is permitted to depart from these guidelines only if justified by special circumstances in individual cases and the departure is necessary to satisfy the long-term interests of the Company, including its sustainability, or to ensure the financial viability of the Company.

## Available documentation

Documentation for the AGM will be available no later than Tuesday 5 May 2020 at the Company's offices and on the Company's website at [www.catella.se](http://www.catella.se) and can be ordered in print form free of charge by shareholders, by telephone on +46 8 463 34 26 or by email to [bolagsstamma@catella.se](mailto:bolagsstamma@catella.se).

## Right to request information

In accordance with Chapter 7, Sections 32 and 57 of the Swedish Companies Act (SFS 2005:551), shareholders have the right to request information from the board of directors and chief executive officer at the meeting regarding circumstances that may influence their evaluation of an item on the agenda and circumstances that may influence evaluation of the Company's or a subsidiary's financial situation and the Company's relationship with other group companies.

## Number of shares and votes

As of the date of this notice, the total number of shares in the Company was 86,281,905 and the total number of votes was 96,404,125, of which 2,530,555 ordinary shares in Class A (carrying a total of 12,652,775 votes) and 83,751,350 ordinary shares in Class B (carrying a total of 83,751,350 votes). As of the date of the general meeting, however, the total number of shares in the Company will be 88,348,572 and the total number of votes will be 98,470,792, comprising 2,530,555 ordinary shares in Class A (carrying a total of 12,652,775 votes) and 85,818,017 ordinary shares in Class B (carrying a total of 85,818,017 votes) because registration of 2,066,667 Class B shares, subscribed for in March 2020 through exercise of warrants, is in progress.

## Personal data processing

Information about how your personal data is processed is provided on Catella's website: [www.catella.com](http://www.catella.com)

Stockholm, April 2020

## THE BOARD OF DIRECTORS

For further information, please contact:

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